

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹

Debtor.

Chapter 11

Case No. 19-34054 (SGJ)

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT 1100 COMMERCE ST # 1452, DALLAS, TX 75242 BEFORE CLOSE OF BUSINESS ON DECEMBER 30, 2019, WHICH IS AT LEAST 24 DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED A HEARING MAY BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.

IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
PURSUANT TO SECTIONS 328 AND 1103 OF THE BANKRUPTCY CODE
AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014, FOR
AN ORDER APPROVING THE RETENTION AND EMPLOYMENT
OF SIDLEY AUSTIN LLP AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, NUNC PRO TUNC TO OCTOBER 29, 2019**

The duly-appointed Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 case (the “Chapter 11 Case”) of Highland Capital Management, L.P., as debtor and debtor in possession (the “Debtor”), respectfully submits its application (the “Application”) for entry of an order substantially in the form attached hereto as Exhibit A (the

¹ The Debtor’s last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

“Proposed Order”), pursuant to sections 328 and 1103 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”), authorizing the Committee to retain and employ the law firm of Sidley Austin LLP (“Sidley”) as counsel for the Committee, *nunc pro tunc* to October 29, 2019. In support of this Application, the Committee submits the declaration of Bojan Guzina, a partner of Sidley (the “Guzina Declaration”), attached hereto as Exhibit B, and the declaration of Eric A. Felton, in his capacity as the representative of the Chairperson of the Committee (the “Felton Declaration”), attached hereto as Exhibit C. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Northern District of Texas (the “Court”) has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

STATUS OF THE CASE AND JURISDICTION

3. On October 16, 2019 (the “Petition Date”), the Debtor commenced a voluntary case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Transferor Court”). The Debtor has continued in possession of its properties and is authorized to operate its businesses and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On October 29, 2019, the United States Trustee for Region 3 (the “U.S. Trustee”) appointed the Committee pursuant to Sections 1102(a) and (b) of the Bankruptcy Code. The Committee consists of the following four (4) members: (i) Redeemer Committee of Highland Crusader Fund; (ii) Meta-e Discovery; (iii) UBS Securities LLC and UBS AG London Branch; and (iv) Acis Capital Management, L.P. and Acis Capital Management GP, LLP.

5. At a meeting held on October 29, 2019, the Committee, among other things, voted to retain Sidley as its counsel, subject to this Court’s approval. The Committee seeks to retain Sidley effective as of October 29, 2019, as Sidley began providing legal services to the Committee as of such date and has been actively advising the Committee since that date.

6. On November 1, 2019, the Committee filed its *Motion of the Official Committee of Unsecured Creditors for an Order Transferring Venue of this Case to the United States Bankruptcy Court for the Northern District of Texas* (the “Venue Motion”). At the hearing held on December 2, 2019 (the “Venue Hearing”), the Transferor Court granted the Venue Motion and the case was transferred to this Court.

RELIEF REQUESTED

7. By this Application, the Committee seeks entry of the Proposed Order authorizing the retention and employment of Sidley as its counsel in this Chapter 11 Case effective as of October 29, 2019. The Committee requests that the Court approve the Committee’s retention of Sidley in accordance with the terms and conditions set forth herein and in the Guzina Declaration.

SIDLEY’S QUALIFICATIONS

8. Sidley is a full-service law firm with a national and international presence. Sidley has more than 2,000 lawyers in twenty offices in the United States, Europe, Asia and Australia. Sidley has expertise in nearly every major substantive area of legal practice, and its clients include leading public companies and privately held businesses in a variety of industries. Sidley’s

restructuring practice is comprised of approximately fifty attorneys, plus attorneys in numerous other principal areas of practice who work on restructuring matters on a regular basis.

9. The Committee has selected Sidley to represent the Committee in this Chapter 11 Case. The Committee selected Sidley primarily because of Sidley's extensive experience in the fields of restructuring, bankruptcy and creditors' rights and, in particular, its experience representing official and ad hoc creditor committees in a number of large and complex chapter 11 reorganization cases, including In re Jack Cooper Industries, Case No. 19-62393 (PWB) (Bankr. N.D. Ga. 2019); In re Republic Airways, Inc., Case No. 16-10426 (SHL) (Bankr. S.D.N.Y. 2016); In re CHC Helicopter, Inc., Case No. 16-31854 (BJH) (Bankr. N.D. Tex. 2016); In re Genco Shipping & Trading Limited, Case No. 14-11108 (SHL) (Bankr. S.D.N.Y. 2014); In re Powerwave Technologies, Inc., Case No. 13-10134 (MFW) (Bankr. D. Del. 2013); and In re Allied Systems Holdings, Inc., Case No. 12-11564 (CSS) (Bankr. D. Del. 2012). In addition, Sidley is frequently retained to act as general restructuring counsel for debtors in complex chapter 11 cases, including in the following cases (among others): In re Legacy Reserves Inc., Case No. 19-33395 (MI) (Bankr. S.D. Tex. 2019); In re Maremont Corp., Case No. 19-10118 (KJC) (Bankr. D. Del. 2019); In re Mattress Firm, Inc., Case No. 18-12241 (CSS); (Bankr. D. Del. 2018); In re RM Holdco LLC, Case No. 18-11795 (MFW) (Bankr. D. Del. 2018); In re HCR ManorCare, Inc., Case No. 18-10467 (KG) (Bankr. D. Del. 2018); In re Key Energy Servs., Inc., Case No. 16-12306 (BLS) (Bankr. D. Del. 2016); In re UCI Int'l, LLC, Case No. 16-11354 (MFW) (Bankr. D. Del. 2016); In re LDK Solar Sys., Inc., Case No. 14-12384 (PJW) (Bankr. D. Del. 2014); In re Yarway Corp., Case No. 13-11025 (BLS) (Bankr. D. Del. 2013); In re Rodeo Creek Gold Inc., Case No. 13-50301 (MKN) (Bankr. D. Nev. 2013); and In re Lee Enters., Inc., Case No. 11-13918 (KG) (Bankr. D. Del. 2011).

SCOPE OF SIDLEY'S PROPOSED SERVICES TO THE COMMITTEE

9. Sidley is expected to render such legal services as the Committee may request in order to discharge the Committee's responsibilities and further the interests of the Committee's constituents in this Chapter 11 Case. Specifically, the Committee expects that Sidley will assist, advise and represent the Committee with respect to the following matters, without limitation:

- (a) The administration of these cases and the exercise of oversight with respect to the Debtor's affairs, including all issues relating to the Debtor, the Committee or this Chapter 11 Case;
- (b) The preparation of pleadings on behalf of the Committee, including without limitation, statements, motions, applications, memoranda, adversary complaints, objections or comments in connection with any matter related to the Debtor or this Chapter 11 Case;
- (c) The review and analysis of motions, applications, orders, statements, operating reports and schedules filed with the Court and providing advice to the Committee in connection therewith;
- (d) Appearances in Court, participation in litigation as a party-in-interest, and participation at statutory meetings of creditors to represent the interests of the Committee;
- (e) The investigation and analysis of any potential claims against the Debtor's non-debtor affiliates and other third parties;
- (f) The negotiation, formulation, drafting and confirmation of any plan or plans of reorganization or liquidation and matters related thereto;
- (g) The negotiation and evaluation of the use of cash collateral, any proposed debtor-in-possession financing, and any other potential financing alternatives;
- (h) The evaluation of any proposed restructuring support agreement and any other potential restructuring alternatives;
- (i) The analysis of any proposed employee compensation, incentive and retention payment plans, and evaluation of the propriety thereof;
- (j) Investigation of, among other things, unencumbered assets, liabilities, financial condition of the Debtor, prior transactions, and operational issues concerning the Debtor that may be relevant to this Chapter 11 Case;

- (k) The evaluation, negotiation and formulation of any proposed sale of any of the Debtor's assets, including pursuant to section 363 of the Bankruptcy Code;
- (l) Communications with the Committee's constituents in furtherance of its responsibilities including, but not limited to, communications required under section 1102 of the Bankruptcy Code; and
- (m) The performance of all of the Committee's duties and powers under the Bankruptcy Code and the Bankruptcy Rules and the performance of such other services as requested by the Committee.

10. As noted above, the Committee selected Sidley as its proposed lead counsel on October 29, 2019, and requested that Sidley immediately commence work on time-sensitive matters and promptly devote substantial resources to this Chapter 11 Case prior to the submission and approval of this Application. Since it was engaged by the Committee, Sidley, on behalf of the Committee, has been focused on, among other things: (a) conducting diligence on the Debtor's business operations; (b) reviewing the relief sought in the various "first day" and "second day" motions filed by the Debtor; (c) seeking information from the Debtor through both formal and informal discovery and information requests; (d) securing the transfer of this Case to this Court by drafting and arguing the Venue Motion; and (e) actively negotiating, and where necessary objecting to, the relief sought by the Debtor to date. Accordingly, the Committee requests approval of the Application as of the date that Sidley was retained by the Committee, October 29, 2019.

PROFESSIONAL COMPENSATION

11. Sidley intends to apply to the Court for allowance of compensation earned for professional services and reimbursement of expenses incurred in connection with this Chapter 11 Case in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court. Sidley will also make a reasonable effort to comply with the requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11*

U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the “U.S. Trustee Guidelines”), both in connection with this Application and any applications for compensation and reimbursement of expenses to be filed by Sidley in this Chapter 11 Case.

12. Sidley will charge for its legal services on an hourly basis at its ordinary and customary rates in effect on the date that such services are rendered and will seek the reimbursement of all costs and expenses incurred by Sidley in connection with its representation of the Committee. Sidley’s billing rates for attorneys and paraprofessionals who may work on this matter currently range from \$520 to \$1,250 per hour for attorneys and \$435 for paraprofessionals. The following attorneys and paraprofessionals are presently expected to have primary responsibility for providing services to the Committee (hourly billing rates noted in parentheses): Penny Reid (\$1,250); Matthew A. Clemente (\$1,275); Bojan Guzina (\$1,275); Dennis M. Twomey (\$1,275); Paige Holden Montgomery (\$1,000); Charles Persons (\$975); Alyssa Russell (\$885); Elliot Bromagen (\$775); Justin F. Song (\$775); Juliana Hoffman (\$675); Chandler Rognes (\$540); Trevor Grayeb (\$570); and David J. Lutes (\$435). The Committee anticipates that additional Sidley attorneys and paraprofessionals will provide services to the Committee as necessary.²

13. Sidley’s hourly billing rates are designed to fairly compensate Sidley for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. These hourly rates vary with the experience and seniority of each professional and are subject to periodic adjustments to reflect economic and other conditions,³ with the hourly rate charged being the hourly rate in

² Sidley does not anticipate using contract attorneys during this Chapter 11 Case. Nevertheless, in the unlikely event that it becomes necessary to use contract attorneys, Sidley will not charge a markup with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed in connection with work performed by Sidley will be subject to conflict checks and disclosures in accordance with the Bankruptcy Code.

³ For example, like many of its peer law firms, Sidley increases the hourly billing rate of attorneys and paraprofessionals annually in the form of (a) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (b) periodic increases within each attorney’s and paraprofessional’s current level of seniority. The step increases do not constitute “rate increases” (as that term is used in the U.S. Trustee Guidelines). As set forth in the Proposed Order, Sidley will provide ten business days’ notice to the Debtors, the

effect on the date that the services are performed. In all appropriate circumstances, Sidley will employ the services of associates and paraprofessionals having lower hourly rates in order to minimize administrative expenses to the Debtor's estate. In addition, Sidley and the Committee have agreed to a ten percent (10%) reduction of Sidley's standard hourly billing rates for this engagement.

14. In addition to the hourly rates set forth above, Sidley customarily charges its clients for the variable costs and expenses incurred in connection with its services, including mail and express mail charges, special- and hand-delivery charges, photocopying charges, travel expenses, transcription costs, expenses for "working meals," computerized research costs, and charges and fees of outside vendors, consultants and service providers. Sidley does not charge its clients for incoming or outgoing facsimile transmissions.

SIDLEY'S DISINTERESTEDNESS

15. As described in the Guzina Declaration, in connection with its proposed retention by the Committee in this Chapter 11 Case, Sidley conducted a search of its electronic conflicts database with respect to the Debtor and a list of potential parties in interest in these chapter 11 cases (collectively, the "Potential Parties in Interest"). The Potential Parties in Interest and the results of the conflicts search are set forth on **Schedule 1** and **Schedule 2** to the Guzina Declaration, respectively. As disclosed in the Guzina Declaration, (a) Sidley is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtor's estate and (b) has no connection to the Debtor, its creditors, or other parties in interest, except as may be disclosed in the Guzina Declaration.

16. Given the large number of parties in interest in this Chapter 11 Case and because the information on Schedule 1 may change during the pendency of this Chapter 11 Case, Sidley is not able conclusively to identify all relationships or potential relationships with all creditors or other parties in interest in this Chapter 11 Case. If any new relevant facts or relationships are discovered or arise, Sidley will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

BASIS FOR RELIEF

17. The Committee seeks to retain Sidley as its counsel in accordance with sections 328(a) and 1103 of the Bankruptcy Code. Section 328(a) authorizes a committee appointed under section 1102 of the Bankruptcy Code, with the court's approval, to employ a "professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis." 11 U.S.C. § 328(a). Section 1103, in turn, requires that an attorney employed to represent a committee "may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case." 11 U.S.C. § 1103.

18. The Committee submits that for all of the reasons stated above and in the Guzina Declaration, the retention and employment of Sidley as counsel to the Committee should be approved under sections 328(a) and 1103. Further, as described in the Guzina Declaration, Sidley does not represent any entity in connection with this Chapter 11 Case other than the Committee, is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, and does not represent or hold any interest adverse to the Debtor's estates.

NOTICE

19. Sidley has provided notice of this Application to: (i) the Debtor, (ii) the U.S. Trustee, and (iii) any party that has requested notice pursuant to Local Rule 2002-1 as of the date

of this Application. A copy of this Application is also available on the website of the Debtor's notice and claims agent at <https://www.kccllc.net/hcmlp/>. In light of the nature of the relief requested herein, the Committee respectfully submit that no further notice is required.

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WHEREFORE the Committee respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein and granting such other and further relief as the Court deems just and proper.

Dated: December 6, 2019
Chicago, Illinois

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF HIGHLAND CAPITAL
MANAGEMENT, L.P.

By: Redeemer Committee of the Highland Crusader
Fund, in its capacity as Chairperson of the Committee

By: E. A. Felton

Name: Eric A. Felton

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹

Debtor.

Chapter 11

Case No. 19-34054 (SGJ)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF SIDLEY
AUSTIN LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS NUNC PRO TUNC TO OCTOBER 29, 2019**

Upon the application (the “Application”)² of the Committee in the above-captioned Chapter 11 Case for entry of an order, pursuant to sections 328 and 1103 of Title 11 of the

¹ The Debtor’s last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1, authorizing the Committee to retain and employ Sidley as counsel for the Committee *nunc pro tunc* to October 29, 2019; and the Court being satisfied, based on the representations made in the Application and the Guzina Declaration, that Sidley is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and is qualified to represent the Committee; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and appropriate notice of and the opportunity for a hearing on the Application having been given; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Committee is authorized to retain and employ Sidley as its attorneys, *nunc pro tunc* to October 29, 2019, in accordance with the terms and conditions set forth in the Application.
3. Sidley shall apply for compensation earned for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Case in compliance with sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of the Court. Sidley shall also make a reasonable effort to comply with the requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines, both in connection with the Application and all applications for compensation and reimbursement of expenses that may be filed by Sidley.
4. The Committee and Sidley are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

5. Sidley shall provide ten (10) days' notice to the Debtor and the U.S. Trustee prior to the implementation of any increases in the hourly billing rates as set forth in the Application, and such notice must be filed with the Court.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

End of Order

EXHIBIT B

Guzina Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹

Debtor.

Chapter 11

Case No. 19-34054 (SGJ)

**DECLARATION OF BOJAN GUZINA IN SUPPORT OF APPLICATION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, PURSUANT TO
SECTIONS 328 AND 1103 OF THE BANKRUPTCY CODE AND FEDERAL RULE
OF BANKRUPTCY PROCEDURE 2014, FOR AN ORDER APPROVING THE
RETENTION AND EMPLOYMENT OF SIDLEY AUSTIN LLP AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

BOJAN GUZINA makes this declaration under 28 U.S.C. § 1746, and states the following:

1. I am an attorney at law and in good standing to practice in the State of Illinois and before the United States District Court for the Northern District of Illinois.
2. I am a partner of the law firm of Sidley Austin LLP (“Sidley”), located at One South Dearborn Street, Chicago, IL 60603.
3. I submit this declaration (the “Declaration”) in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) in the Chapter 11 Case of the above-captioned Debtor for entry of an order authorizing the retention and employment of Sidley as counsel to the Committee, *nunc pro tunc* to October 29, 2019.
4. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

¹ The Debtor’s last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

SCOPE OF SIDLEY'S PROPOSED SERVICES TO THE COMMITTEE

5. Sidley is expected to render such legal services as the Committee may request in order to discharge the Committee's responsibilities and further the interests of the Committee's constituents in this Chapter 11 Case. Specifically, the Committee expects that Sidley will assist, advise and represent the Committee with respect to the following matters, without limitation:

- (a) The administration of these cases and the exercise of oversight with respect to the Debtor's affairs including all issues relating to the Debtor, the Committee or this Chapter 11 Case;
- (b) The preparation of pleadings on behalf of the Committee, including without limitation, statements, motions, applications, memoranda, adversary complaints, objections or comments in connection with any matter related to the Debtor or this Chapter 11 Case;
- (c) The review and analysis of motions, applications, orders, statements, operating reports and schedules filed with the Court and providing advice to the Committee in connection therewith;
- (d) Appearances in Court, participation in litigation as a party-in-interest, and participation at statutory meetings of creditors to represent the interests of the Committee;
- (e) The investigation and analysis of any potential claims against the Debtor's non-debtor affiliates and other third parties;
- (f) The negotiation, formulation, drafting and confirmation of any plan or plans of reorganization or liquidation and matters related thereto;
- (g) The negotiation and evaluation of the use of cash collateral, any proposed debtor-in-possession financing and any other potential financing alternatives;
- (h) The evaluation of any proposed restructuring support agreement and any other potential restructuring alternatives;
- (i) The analysis of any proposed employee compensation, incentive and retention payment plans, and evaluation of the propriety thereof;
- (j) Investigation of, among other things, unencumbered assets, liabilities, financial condition of the Debtor, prior transactions, and operational issues concerning the Debtor that may be relevant to this Chapter 11 Case;

- (k) The evaluation, negotiation and formulation of any proposed sale of any of the Debtor's assets, including pursuant to section 363 of the Bankruptcy Code;
- (l) Communications with the Committee's constituents in furtherance of its responsibilities including, but not limited to, communications required under section 1102 of the Bankruptcy Code; and

The performance of all of the Committee's duties and powers under the Bankruptcy Code and the Bankruptcy Rules and the performance of such other services as requested by the Committee

6. As noted above, the Committee selected Sidley as its proposed lead counsel on October 29, 2019, and requested that Sidley immediately commence work on time-sensitive matters and promptly devote substantial resources to this Chapter 11 Case prior to the submission and approval of this Application. Since it was engaged by the Committee, Sidley, on behalf of the Committee, has been focused on, among other things: (a) conducting diligence on the Debtor's business operations; (b) reviewing the relief sought in the various "first day" and "second day" motions filed by the Debtor; (c) seeking information from the Debtor through both formal and informal discovery and information requests; and (d) actively negotiating, and where necessary objecting to, the relief sought by the Debtor to date. Accordingly, the Committee requests approval of the Application as of the date that Sidley was retained by the Committee, October 29, 2019.

PROFESSIONAL COMPENSATION

7. Sidley intends to apply to the Court for allowance of compensation earned for professional services and reimbursement of expenses incurred in connection with this Chapter 11 Case in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court. Sidley will also make a reasonable effort to comply with the requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* Effective as of November 1, 2013 (the

“U.S. Trustee Guidelines”), both in connection with this Application and any applications for compensation and reimbursement of expenses to be filed by Sidley in this Chapter 11 Case.

8. Sidley will charge for its legal services on an hourly basis at its ordinary and customary rates in effect on the date that such services are rendered and will seek the reimbursement of all costs and expenses incurred by Sidley in connection with its representation of the Committee. Sidley’s billing rates for attorneys and paraprofessionals who may work on this matter currently range from \$520 to \$1,250 per hour for attorneys and \$435 for paraprofessionals. The following attorneys and paraprofessionals are presently expected to have primary responsibility for providing services to the Committee (hourly billing rates noted in parentheses): Penny Reid (\$1,250); Matthew A. Clemente (\$1,275); Bojan Guzina (\$1,275); Dennis M. Twomey (\$1,275); Paige Holden Montgomery (\$1,000); Charles Persons (\$925); Alyssa Russell (\$885); Elliot Bromagen (\$775); Justin F. Song (\$775); Juliana Hoffman (\$675); Chandler Rognes (\$540); Trevor Grayeb (\$570); and David J. Lutes (\$435). The Committee anticipates that additional Sidley attorneys and paraprofessionals will provide services to the Committee as necessary.³

9. Sidley’s hourly billing rates are designed to fairly compensate Sidley for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. These hourly rates vary with the experience and seniority of each professional and are subject to periodic adjustments to reflect economic and other conditions,⁴ with the hourly rate charged being the hourly rate in

³ Sidley does not anticipate using contract attorneys during this Chapter 11 Case. Nevertheless, in the unlikely event that it becomes necessary to use contract attorneys, Sidley will not charge a markup with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed in connection with work performed by Sidley will be subject to conflict checks and disclosures in accordance with the Bankruptcy Code.

⁴ For example, like many of its peer law firms, Sidley increases the hourly billing rate of attorneys and paraprofessionals annually in the form of (a) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (b) periodic increases within each attorney’s and paraprofessional’s current level of seniority. The step increases do not constitute “rate increases” (as that term is used in the U.S. Trustee Guidelines). As set forth in the Proposed Order, Sidley will provide ten business days’ notice to the Debtors, the Office of the United States Trustee for the Northern District of Texas (the “U.S. Trustee”), and the Committee before implementing any periodic increases and shall file such notice with the Court.

effect on the date that the services are performed. In all appropriate circumstances, Sidley will employ the services of associates and paraprofessionals having lower hourly rates in order to minimize administrative expenses to the Debtor's estate. In addition, Sidley and the Committee have agreed to a ten percent (10%) reduction of Sidley's standard hourly billing rates for this engagement.

10. In addition to the hourly rates set forth above, Sidley customarily charges its clients for the variable costs and expenses incurred in connection with its services, including mail and express mail charges, special- and hand-delivery charges, photocopying charges, travel expenses, transcription costs, expenses for "working meals," computerized research costs, and charges and fees of outside vendors, consultants and service providers. Sidley does not charge its clients for incoming or outgoing facsimile transmissions.

SIDLEY'S DISINTERESTEDNESS

11. As described in this Declaration, in connection with its proposed retention by the Committee in this Chapter 11 Case, Sidley conducted a search of its electronic conflicts database with respect to the Debtor and a list of potential parties in interest in these chapter 11 cases (collectively, the "Potential Parties in Interest"). The Potential Parties in Interest and the results of the conflicts search are set forth on Schedule 1 and Schedule 2 to this declaration, respectively.

(a) Sidley is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and does not hold or represent an interest adverse to the Debtor's estate and (b) has no connection to the Debtor, their creditors, or other parties in interest, except as may be disclosed in Schedule 1 and Schedule 2.

12. Given the large number of parties in interest in this Chapter 11 Case and because the information on **Schedule 1** may change during the pendency of this Chapter 11 Case, Sidley is not able conclusively to identify all relationships or potential relationships with all creditors or other parties in interest in this Chapter 11 Case. If any new relevant facts or relationships are discovered or arise, Sidley will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS

13. To the best of my knowledge, based on the conflicts searches conducted to date and as described in detail on Schedule 2, it appears that Sidley (a) does not hold or represent an interest that is adverse to the Committee, the Debtor or the Debtor's estate, (b) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, and (c) does not hold or represent any interest adverse to and has no connection with the Committee, the Debtor, their creditors, the U.S. Trustee for Region 6 or any party-in-interest in this Chapter 11 Case, subject to the disclosures set forth in this Declaration, including Schedule 2. Also, Sidley does not and will not in the future represent any entities other than the Committee in matters directly related to this Chapter 11 Case.

* * * *

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: December 6th, 2019

/s/ Bojan Guzina
Bojan Guzina
Partner
Sidley Austin LLP

Schedule 1

Potential Parties in Interest

Debtor

Highland Capital Management L.P.

Professionals

Bradley Sharp
Development Specialists, Inc.
Kurtzman Carson Consultants LLC
Pachulski Stang Ziehl & Jones LLP
Jenner & Block
Morris, Nichols, Arsh & Tunnel LLP
Morrison Cohen LLP
Latham & Watkins LLP
Richards Layton & Finger
Winstead PC
Rogge Dunn Group, PC
Blank Rome LLP
FTI Consulting
Young Conaway Stargatt & Taylor
Reid Collins Tsai
Deloitte
Price Waterhouse Coopers
Maples (Cayman)
Bell Nunnally
Rowlett Hill Collins LLP
Anderson Mori & Tomotsune
Culhane Meadows PLLC
Kim & Chang
Willkie Farr & Gallagher LLP
Wilmer Hale
Carey Olsen
ASW Law
Eric Felton
Morris, Nichols, Arsh & Tunnell LLP
Morrison Cohen LLP
Latham & Watkins LLP
Richards Layton & Finger
Winstead PC
Rogge Dunn Group, PC
Blank Rome LLP

Top 20 Unsecured Creditors

Acis Capital Management GP, LLC
Acis Capital Management, LP
American Arbitration Association
Andrews Kurth LLP
Bates White, LLC

Boies, Schiller & Flexner LLP

CLO Holdco, Ltd
Connolly Gallagher LLP
Debevoise & Plimpton LLP
DLA Piper US LLP
Duff & Phelps, LLC
Foley Gardere
Joshua & Jennifer Terry
Lackey Hershman LLP
McKool Smith, PC
Meta-e Discovery LLC
NWCC, LLC
Patrick Daugherty
Redeemer Committee of the Highland
Crusader Fund
Reid Collins & Tsai LLP
UBS AG, London Branch
UBS Securities LLC

Equity Security Holders

Atlas IDF GP LLC
Beacon Mountain LLC
Crown Global Insurance Company
Hunter Mountain Investment Trust
James Dondero
John Honia
Mark K. Okada
Rand PE Fund Management LLC
Strand Advisors, Inc.
The Dugaboy Investment Trust
The Mark and Pamela Okada Family Trust

Affiliated Parties

Acis CLO Management GP, LLC
Acis Management Holdings, LP
Acis CLO Management Intermediate
Holdings I, LLC
Acis CLO Management Intermediate
Holdings II, LLC
Acis CLO Management, LLC
Acis SMOA Trust
Advisory Equity Group LLC
Argentina Funds
Asbury Holdings, LLC
Castle Bio Manager, LLC

De Kooning, Ltd
Eagle Equity Advisors, LLC
Eames, Ltd
Falcon E&P Opportunities Fund GP LLC
Governance Ltd
Governance RE Ltd
Gunwale LLC
HCF Funds
HCMS Falcon GP LLC
HCRE Partners, LLC
HCREF-I Holding Corp.
HCREF-XI Holding Corp.
HCREF-XII Holding Corp.
HE Capital Fox Trails, LLC
HE Capital, LLC
HE Mezz Fox Trails, LLC
HE Peoria Place Property, LLC
HE Peoria Place, LLC
HFP CDO Construction Corp.
HFP GP, LLC
Highland Argentina Regional Opportunity Fund GP, LLC
Highland Brasil, LLC
Highland Capital Insurance Solutions, GP, LLC
Highland Capital Management (Singapore) Pte Ltd
Highland Capital Management Korea Limited
Highland Capital Management Services Inc.
Highland Capital Multi-Strategy Fund, LP
Highland Capital of New York
Highland Capital Special Allocation, LLC
Highland CDO Holding Company
Highland CDO Opportunity Fund GP, LP
Highland CDO Opportunity GP, LLC
Highland CLO Assets Holdings Limited
Highland CLO Holdings Ltd
Highland CLO Management, Ltd
Highland Crusader Fund
Highland Dynamic Income Fund GP, LLC
Highland Employee Retention Assets LLC
Highland ERA Management, LLC
Highland Financial Corp.
Highland Financial Partners, LP
Highland Fund Holdings, LLC
Highland HCF Advisor Ltd
Highland Latin America Consulting, Ltd
Highland Latin America GP, Ltd
Highland Latin America LP, Ltd
Highland Latin America Trust
Highland Multi Strategy Credit Fund GP, LP
Highland Multi Strategy Credit Fund, LP
Highland Multi Strategy Credit GP, LLC
Highland Multi-Strategy Fund GP, LLC
Highland Multi-Strategy Fund GP, LP
Highland Multi-Strategy Master Fund, LP
Highland Multi-Strategy Onshore Master SubFund II, LLC
Highland Multi-Strategy Onshore Master SubFund, LLC
Highland Receivables Finance I, LLC
Highland Restoration Capital Partners GP, LLC
Highland Select Equity GP, LLC
Highland Select Equity Master Fund, LP
Highland Special Opportunities Holding Company
Highland SunBridge GP, LLC
Hirst, Ltd
Hockner, Ltd
Lautner, Ltd
Maple Avenue Holdings, LLC
Neutra, Ltd
NexAnnuity Holdings Inc.
NexBank Capital Inc.
NexBank Securities Inc.
NexBank SSB
NexBank Wealth Advisors
NexPoint Advisors GP LLC
NexPoint Capital Inc.
NexPoint Funds
NexPoint Insurance Distributors, LLC
NexPoint Insurance Solutions GP, LLC
NexPoint Insurance Solutions, LP
NexPoint Real Estate Advisors GP, LLC
NexPoint Securities Inc.
NHT Holdco, LLC
NREA SE MF Holdings, LLC
NREA SE MF Investment Co. LLC
NREA SE Multifamily, LLC

NREA SE1 Andros Isles Leaseco, LLC
NREA SE1 Andros Isles Manager, LLC
NREA SE1 Arborwalk Leaseco, LLC
NREA SE1 Arborwalk Manager, LLC
NREA Se1 Towne Crossing Leaseco, LLC
NREA SE1 Towne Crossing Manager, LLC
NREA SE1 Walker Ranch Leaseco, LLC
NREA SE1 Walker Ranch Manager, LLC
NREA SE2 Hidden Lake Leaseco, LLC
NREA SE2 Hidden Lake Manager, LLC
NREA SE2 Vista Ridge Leaseco, LLC
NREA SE2 Vista Ridge Manager, LLC
NREA SE2 West Place Leaseco, LLC
NREA SE2 West Place Manager, LLC
NREA SE 3 Arboleda Leaseco, LLC
NREA SE3 Arboleda Manager, LLC
NREA SE3 Fairways Leaseco, LLC
NREA SE3 Fairways Manager, LLC
NREA SE3 Grand Oasis Leaseco, LLC
NREA SE3 Grand Oasis Manager, LLC
NREA Southeast Portfolio One Manager, LLC
NREA Southeast Portfolio Three Manager, LLC
NREA Southeast Portfolio Two Manager, LLC
Oldenburg, Ltd
Penant Management LP
Pershing LLC
PetroCap Inventive Partners III, LP
Pollack, Ltd
SE Battleground Park, LLC
SE Glenview, LLC
SE Governors Green II, LLC
SE Gulfstream Isles GP, LLC
SE Gulfstream Isles LP, LLC
SE Heights at Olde Towne, LLC
SE Lakes at Renaissance Park GP I, LLC
SE Lakes at Renaissance Park GP II, LLC
SE Lakes at Renaissance Park LP, LLC
SE Multifamily Holdings LLC
SE Multifamily REIT Holdings LLC
SE Myrtles at Olde Towne, LLC
SE Quail Landing, LLC
SE River Walk, LLC
SE SM, Inc.

SE Stoney Ridge II, LLC
SE Victoria Park, LLC
SH Castle BioSciences, LLC
Spiritus Life Inc.
Starck, Ltd.
Stonebridge PEF
Strand Advisors XVL Inc.
The Dondero Insurance Rabbi Trust
The Ohio State Life Insurance Company
The Okada Insurance Rabbi Trust
Thread 55 LLC
Tihany, Ltd
Tricor Business Outsourcing
US Gaming SPV, LLC
US Gaming, LLC
Warhol, Ltd
Wright, Ltd

Other Parties

11 Estates Lane, LLC
1110 Waters, LLC
140 Albany, LLC
1525 Dragon, LLC
17720 Dickerson, LLC
1905 Wylie LLC
2006 Milam East Partners GP, LLC
2006 Milam East Partners, L.P.
201 Tarrant Partners, LLC
2014 Corpus Weber Road LLC
2325 Stemmons HoldCo, LLC
2325 Stemmons Hotel Partners, LLC
2325 Stemmons TRS, Inc.
300 Lamar, LLC
3409 Rosedale, LLC
3801 Maplewood, LLC
3801 Shenandoah, L.P.
3820 Goar Park LLC
400 Seaman, LLC
401 Ame, L.P.
4201 Locust, L.P.
4312 Belclaire, LLC
5833 Woodland, L.P.
5906 DeLoache, LLC
5950 DeLoache, LLC
7758 Ronnie, LLC
7759 Ronnie, LLC
AA Shotguns, LLC
Aberdeen Loan Funding, Ltd.
Acis CLO 2017-7 Ltd

Acis CLO Trust	Dustin Norris
Allenby, LLC	Eastland CLO, Ltd.
Allisonville RE Holdings, LLC	Eastland Investors Corp.
AM Uptown Hotel, LLC	EDS Legacy Heliport, LLC
Apex Care, L.P	EDS Legacy Partners Owner, LLC
Ascendant Advisors	EDS Legacy Partners, LLC
Asury Holdings, LLC (fka HCSLR Camelback Investors (Delaware), LLC)	Entegra Strat Superholdco, LLC
Atlas IDF LP	Entegra-FRO Holdco, LLC
Atlas IDF, LP	Entegra-FRO Superholdco, LLC
Baylor University	Entegra-HOFC Holdco, LLC
BB Votorantim Highland Infrastructure, LLC	Entegra-NHF Holdco, LLC
BDC Toys Holdco, LLC	Entegra-NHF Superholdco, LLC
BH Willowdale Manager, LLC	Entegra-RCP Holdco, LLC
Big Spring Partners, LLC	Estates on Maryland Holdco, LLC
Bloomdale, LLC	Estates on Maryland Owners SM, Inc.
Brentwood CLO, Ltd.	Estates on Maryland Owners, LLC
Brentwood Investors Corp.	Estates on Maryland, LLC
Bristol Bay Funding Ltd.	Falcon E&P Four Holdings, LLC
C-1 Arbors, Inc.	Falcon E&P One, LLC
C-1 Cutter's Point, Inc.	Falcon E&P Opportunities Fund GP LLC
C-1 Eaglecrest, Inc.	Falcon E&P Opportunities Fund, L.P.
C-1 Silverbrook, Inc.	Falcon E&P Opportunities GP, LLC
Cabi Holdco GP, LLC	Falcon E&P Royalty Holdings, LLC
Cabi Holdco I, Ltd.	Falcon E&P Six, LLC
Cabi Holdco, L.P.	Falcon E&P Two, LLC
Camelback Residential Investors, LLC (fka Sevilla Residential Partners, LLC)	Falcon Four Midstream, LLC
Camelback Residential Partners, LLC	Falcon Four Upstream, LLC
Capital Real Estate - Latitude, LLC	Falcon Incentive Partners GP, LLC
Castle Bio, LLC	Falcon Incentive Partners, LP
CG Works, Inc. (fka Common Grace Ventures, Inc.)	Falcon Six Midstream, LLC
Claymore Holdings, LLC	Fix Asset Management
Concord Management, LLC	Flamingo Vegas Holdco, LLC (fka Cabi Holdco, LLC)
Corbusier, Ltd.	Four Rivers Co-Invest, L.P.
CP Equity Hotel Owner, LLC	Frank Waterhouse
CP Equity Land Owner, LLC	FRBH Abbington SM, Inc.
CP Equity Owner, LLC	FRBH Abbington, LLC
CP Hotel TRS, LLC	FRBH Arbors, LLC
CP Land Owner, LLC	FRBH Beechwood SM, Inc.
CP Tower Owner, LLC	FRBH Beechwood, LLC
Crossings 2017 LLC	FRBH C1 Residential, LLC
Crown Global Insurance Company	FRBH Courtney Cove SM, Inc.
Dallas Cityplace MF SPE Owner LLC	FRBH Courtney Cove, LLC
Dallas Lease and Finance, L.P.	FRBH CP, LLC
DFA/BH Autumn Ridge, LLC	FRBH Duck Creek, LLC
Dolomiti, LLC	FRBH Eaglecrest, LLC
DrugCrafters, L.P.	FRBH Edgewater JV, LLC
Dugaboy Management, LLC	FRBH Edgewater Owner, LLC
Dugaboy Project Management GP, LLC	FRBH Edgewater SM, Inc.
	FRBH JAX-TPA, LLC
	FRBH Nashville Residential, LLC

FRBH Regatta Bay, LLC
FRBH Sabal Park SM, Inc.
FRBH Sabal Park, LLC
FRBH Silverbrook, LLC
FRBH Timberglen, LLC
FRBH Willow Grove SM, Inc.
FRBH Willow Grove, LLC
FRBH Woodbridge SM, Inc.
FRBH Woodbridge, LLC
Freedom C1 Residential, LLC
Freedom Duck Creek, LLC
Freedom Edgewater, LLC
Freedom JAX-TPA Residential, LLC
Freedom La Mirage, LLC
Freedom LHV LLC
Freedom Lubbock LLC
Freedom Miramar Apartments, LLC
Freedom Sandstone, LLC
Freedom Willowdale, LLC
FRM Investment Management
Fundo de Investimento em Direitos Creditorios
BB Votorantim Highland Infraestrutura
G&E Apartment REIT The Heights at Olde
Towne, LLC
G&E Apartment REIT The Myrtles at Olde
Towne, LLC
GAF REIT, LLC
GAF Toys Holdco, LLC
Gardens of Denton II, L.P.
Gardens of Denton III, L.P.
Gleneagles CLO, Ltd.
Governance Ltd.
Governance Re, Ltd.
Governance, Ltd.
Grayson CLO, Ltd.
Grayson Investors Corp.
Greenbriar CLO, Ltd.
Grosvenor Capital Management, L.P.
Hakusan, LLC
Hammark Holdings LLC
Hampton Ridge Partners, LLC
Harko, LLC
Haverhill Acquisition Co., LLC
Haygood, LLC
HCBH 11611 Ferguson, LLC
HCBH Buffalo Pointe II, LLC
HCBH Buffalo Pointe III, LLC
HCBH Buffalo Pointe, LLC
HCBH Hampton Woods SM, Inc.
HCBH Hampton Woods, LLC
HCBH Overlook SM, Inc.
HCBH Overlook, LLC
HCBH Rent Investors, LLC
HCF Funds
HCMS Falcon GP, LLC
HCMS Falcon, L.P.
HCO Holdings, LLC
HCOF Preferred Holdings, LP
HCOF Preferred Holdings, Ltd.
HCRE 1775 James Ave, LLC
HCRE Addison TRS, LLC
HCRE Addison, LLC (fka HWS Addison, LLC)
HCRE Hotel Partner, LLC (fka HCREE HWS
Partner, LLC)
HCREE Las Colinas TRS, LLC
HCREE Las Colinas, LLC (fka HWS Las
Colinas, LLC)
HCREE Partners, LLC
HCREE Plano TRS, LLC
HCREE Plano, LLC (fka HWS Plano, LLC)
HCREF-II Holding Corp.
HCREF-III Holding Corp.
HCREF-IV Holding Corp.
HCREF-IX Holding Corp.
HCREF-V Holding Corp.
HCREF-VI Holding Corp.
HCREF-VII Holding Corp.
HCREF-VIII Holding Corp.
HCREF-XIII Holding Corp.
HCREF-XIV Holding Corp.
HCREF-XV Holding Corp.
HCSLR Camelback Investors (Cayman), Ltd.
HCSLR Camelback, LLC
HE 41, LLC
HE Capital 232 Phase I Property, LLC
HE Capital 232 Phase I, LLC
HE Capital Asante, LLC
HE Capital KR, LLC
HE CLO Holdco, LLC
HE Mezz KR, LLC
Heron Pointe Investors, LLC
HFP Asset Funding II, Ltd.
HFP Asset Funding III, Ltd.
HFRO Sub, LLC
Hibiscus HoldCo, LLC
Highland - First Foundation Income Fund
Highland 401(k) Plan
Highland Argentina Regional Opportunity Fund,
L.P.
Highland Argentina Regional Opportunity Fund,
Ltd.

Highland Argentina Regional Opportunity Master Fund, L.P.
Highland Capital Brasil Gestora de Recursos (fka Highland Brasilinvest Gestora de Recursos, LTDA; fka HBI Consultoria Empresarial, LTDA)
Highland Capital Insurance Solutions GP LLC
Highland Capital Insurance Solutions LP
Highland Capital Management AG (Highland Capital Management SA) (Highland Capital Management Ltd)
Highland Capital Management Fund Advisors, L.P. (fka Pyxis Capital, L.P.)
Highland Capital Management Latin America, L.P.
Highland Capital Management Latin America, L.P. (Relying Advisor)
Highland Capital Management Multi-Strategy Insurance Dedicated Fund, L.P.
Highland Capital Management Services, Inc.
Highland Capital Management, L.P.
Highland Capital Management, L.P. Charitable Fund
Highland Capital Management, L.P. Retirement Plan and Trust
Highland Capital of New York
Highland Capital of New York, Inc.
Highland Capital Real Estate Fund GP, LLC
Highland Capital Special Allocation, LLC
Highland CDO Opportunity Fund, L.P.
Highland CDO Opportunity Fund, Ltd.
Highland CDO Opportunity Master Fund, L.P.
Highland CDO Trust
Highland CLO 2018-1, Ltd.
Highland CLO Assets Holdings Limited
Highland CLO Funding, Ltd. (fka Acis Loan Funding, Ltd.)
Highland CLO Gaming Holdings, LLC
Highland CLO Management Ltd.
Highland CLO Trust
Highland Credit Opportunities CDO Asset Holdings GP, Ltd.
Highland Credit Opportunities CDO Asset Holdings, L.P.
Highland Credit Opportunities CDO Financing, LLC
Highland Credit Opportunities CDO, Ltd.
Highland Credit Opportunities Holding Corporation
Highland Credit Opportunities Japanese Feeder Sub-Trust
Highland Credit Strategies Fund, L.P.
Highland Credit Strategies Fund, Ltd.
Highland Credit Strategies Holding Corporation
Highland Credit Strategies Master Fund, L.P.
Highland Crusader Fund
Highland Dynamic Income Fund, L.P. (fka Highland Capital Loan Fund, L.P.)
Highland Dynamic Income Fund, Ltd. (fka Highland Loan Fund, Ltd.)
Highland Dynamic Income Master Fund, L.P. (fka Highland Loan Master Fund, L.P.)
Highland Energy Holdings, LLC
Highland Energy MLP Fund (fka Highland Energy and Materials Fund)
Highland eSports Private Equity Fund
Highland Fixed Income Fund
Highland Flexible Income UCITS Fund
Highland Floating Rate Fund
Highland Floating Rate Opportunities Fund (fka Highland Floating Rate Opportunities Fund II)
Highland Fund Holdings, LLC
Highland Funds I
Highland Funds II
Highland Funds III
Highland GAF Chemical Holdings, LLC
Highland General Partner, LP
Highland Global Allocation Fund (fka Highland Global Allocation Fund II)
Highland GP Holdings, LLC
Highland Healthcare Equity Income and Growth Fund
Highland iBoxx Senior Loan ETF
Highland Income Fund (fka Highland Floating Rate Opportunities Fund)
Highland Legacy Limited
Highland LF Chemical Holdings, LLC
Highland Loan Funding V, Ltd.
Highland Long/Short Equity Fund
Highland Long/Short Healthcare Fund
Highland Marcal Holding, Inc.
Highland Merger Arbitrage Fund
Highland Multi Strategy Credit Fund, Ltd. (fka Highland Credit Opportunities Fund, Ltd.)
Highland Multi Strategy Credit Fund, Ltd. (fka Highland Credit Opportunities Fund, Ltd.)
Highland Multi-Strategy Fund GP, LLC
Highland Multi-Strategy Fund GP, LP
Highland Multi-Strategy IDF GP, LLC
Highland Opportunistic Credit Fund
Highland Park CDO 1, Ltd.
Highland Premium Energy & Materials Fund

Highland Prometheus Feeder Fund I, L.P.
Highland Prometheus Feeder Fund II, L.P.
Highland Prometheus Master Fund, L.P.
Highland RCP Fund II, L.P.
Highland RCP II GP, LLC
Highland RCP II SLP GP, LLC
Highland RCP II SLP, L.P.
Highland RCP Parallel Fund II, L.P.
Highland Restoration Capital Partners Master, L.P.
Highland Restoration Capital Partners Offshore, L.P.
Highland Restoration Capital Partners, L.P.
Highland Select Equity Fund GP, L.P.
Highland Select Equity Fund, L.P.
Highland Small-Cap Equity Fund
Highland Socially Responsible Equity Fund (fka Highland Premier Growth Equity Fund)
Highland Tax-Exempt Fund
Highland TCI Holding Company, LLC
Highland Total Return Fund
Highland's Roads Land Holding Company, LLC
HMCF PB Investors, LLC
HRT North Atlanta, LLC
HRT Timber Creek, LLC
HRTBH North Atlanta, LLC
HRTBH Timber Creek, LLC
Huber Funding LLC
HWS Investors Holdco, LLC
James Dondero
Jasper CLO, Ltd.
Jewelry Ventures I, LLC
JMIJM, LLC
John Honis
Karisopolis, LLC
Keelhaul LLC
Kuiliama Montalban Holdings, LLC
Kuiliama Resort Holdco, LLC
KV Cameron Creek Owner, LLC
Lakes at Renaissance Park Apartments Investors, L.P.
Lakeside Lane, LLC
Landmark Battleground Park II, LLC
LAT Battleground Park, LLC
LAT Briley Parkway, LLC
Lauren Thedford
Leawood RE Holdings, LLC
Liberty Cayman Holdings, Ltd.
Liberty CLO, Ltd.
Long Short Equity Sub, LLC
Longhorn Credit Funding, LLC
Lurin Real Estate Holdings V, LLC
Mark and Pamela Okada Family Trust - Exempt Descendants' Trust
Mark and Pamela Okada Family Trust - Exempt Trust #2
Mark Okada
Markham Fine Jewelers, L.P.
Meritage Residential Partners, LLC
ML CLO XIX Sterling (Cayman), Ltd.
NCI Assets Holding Company LLC
New Jersey Tissue Company Holdco, LLC (fka Marcal Paper Mills Holding Company, LLC)
NexAnnuity Holdings, Inc.
NexBank Capital Inc.
NexBank Capital Trust I
NexBank Capital, Inc.
NexBank Land Advisors, Inc.
NexBank Securities, Inc.
NexBank SSB
NexBank Title, Inc. (dba NexVantage Title Services)
NexBank Wealth Advisors
NexPoint Advisors GP, LLC
NexPoint Advisors, L.P.
NexPoint Capital Inc.
NexPoint Capital REIT, LLC
NexPoint Capital, Inc. (fka NexPoint Capital, LLC)
NexPoint CR F/H DST, LLC
NexPoint Discount Strategies Fund (fka NexPoint Discount Yield Fund)
NexPoint Energy and Materials Opportunities Fund (fka NexPoint Energy Opportunities Fund)
NexPoint Event-Driven Fund (fkaNexPoint Merger Arbitrage Fund)
NexPoint Flamingo DST
NexPoint Flamingo Investment Co, LLC
NexPoint Flamingo Leaseco, LLC
NexPoint Flamingo Manager, LLC
NexPoint Funds
NexPoint Healthcare Opportunities Fund
NexPoint Hospitality Trust
NexPoint Hospitality, Inc.
NexPoint Hospitality, LLC
NexPoint Latin American Opportunities Fund
NexPoint Legacy 22, LLC
NexPoint Lincoln Porte Equity, LLC
NexPoint Lincoln Porte Manager, LLC
NexPoint Lincoln Porte, LLC (fka NREA Lincoln Porte, LLC)

NexPoint Multifamily Capital Trust, Inc. (fka
NexPoint Multifamily Realty Trust, Inc., fka
Highland Capital Realty Trust, Inc.)
NexPoint Multifamily Operating Partnership,
L.P.
NexPoint Peoria, LLC
NexPoint RE Finance Advisor GP, LLC
NexPoint RE Finance Advisor, L.P.
NexPoint Real Estate Advisors GP, LLC
NexPoint Real Estate Advisors II, L.P.
NexPoint Real Estate Advisors III, L.P.
NexPoint Real Estate Advisors IV, L.P.
NexPoint Real Estate Advisors V, L.P.
NexPoint Real Estate Advisors VI, L.P.
NexPoint Real Estate Advisors VII GP, LLC
NexPoint Real Estate Advisors VII, L.P.
NexPoint Real Estate Advisors VIII, L.P.
NexPoint Real Estate Advisors, L.P.
NexPoint Real Estate Capital, LLC (fka
Highland Real Estate Capital, LLC, fka
Highland Multifamily Credit Fund, LLC)
NexPoint Real Estate Finance OP GP, LLC
NexPoint Real Estate Finance Operating
Partnership, L.P.
NexPoint Real Estate Finance, Inc.
NexPoint Real Estate Opportunities, LLC (fka
Freedom REIT LLC)
NexPoint Real Estate Partners, LLC (fka HCRE
Partners, LLC)
NexPoint Real Estate Strategies Fund
NexPoint Residential Trust Inc.
NexPoint Residential Trust Operating
Partnership GP, LLC
NexPoint Residential Trust Operating
Partnership, L.P.
NexPoint Securities, Inc. (fka Highland Capital
Funds Distributor, Inc.) (fka Pyxis Distributors,
Inc.)
NexPoint Strategic Income Fund (fka NexPoint
Opportunistic Credit Fund, fka NexPoint
Distressed Strategies Fund)
NexPoint Strategic Opportunities Fund (fka
NexPoint Credit Strategies Fund)
NexPoint Texas Multifamily Portfolio DST (fka
NREA Southeast Portfolio Two, DST)
NexPoint WLIF I Borrower, LLC
NexPoint WLIF II Borrower, LLC
NexPoint WLIF III Borrower, LLC
NexStrat LLC
NexVest, LLC
NexWash LLC
NFRO REIT Sub, LLC
NFRO TRS, LLC
NHF CCD, Inc.
NHT 2325 Stemmons, LLC
NHT Beaverton TRS, LLC (fka NREA Hotel
TRS, Inc.)
NHT Beaverton, LLC
NHT Bend TRS, LLC
NHT Bend, LLC
NHT Destin TRS, LLC
NHT Destin, LLC
NHT DFW Portfolio, LLC
NHT Holdings, LLC
NHT Intermediary, LLC
NHT Nashville TRS, LLC
NHT Nashville, LLC
NHT Olympia TRS, LLC
NHT Olympia, LLC
NHT Operating Partnership GP, LLC
NHT Operating Partnership II, LLC
NHT Operating Partnership, LLC
NHT Salem, LLC
NHT SP Parent, LLC
NHT SP TRS, LLC
NHT SP, LLC
NHT Tigard TRS, LLC
NHT Tigard, LLC
NHT TRS, Inc.
NHT Uptown, LLC
NHT Vancouver TRS, LLC
NHT Vancouver, LLC
NMRT TRS, Inc.
NREA Adair DST Manager, LLC
NREA Adair Investment Co, LLC
NREA Adair Joint Venture, LLC
NREA Adair Leaseco Manager, LLC
NREA Adair Leaseco, LLC
NREA Adair Property Manager LLC
NREA Adair, DST
NREA Ashley Village Investors, LLC
NREA Cameron Creek Investors, LLC
NREA Cityplace Hue Investors, LLC
NREA Crossings Investors, LLC
NREA Crossings Ridgewood Coinvestment,
LLC (fka NREA Crossings Ridgewood
Investors, LLC)
NREA DST Holdings, LLC
NREA El Camino Investors, LLC
NREA Estates Inc.
NREA Estates Investment Co, LLC
NREA Estates Leaseco, LLC

NREA Estates Manager, LLC
NREA Estates Property Manager, LLC
NREA Estates, DST
NREA Gardens DST Manager, LLC
NREA Gardens Investment Co, LLC
NREA Gardens Leaseco Manager, LLC
NREA Gardens Leaseco, LLC
NREA Gardens Property Manager, LLC
NREA Gardens Springing LLC
NREA Gardens Springing Manager, LLC
NREA Gardens, DST
NREA Hidden Lake Investment Co, LLC
NREA Hue Investors, LLC
NREA Keystone Investors, LLC
NREA Meritage Inc.
NREA Meritage Investment Co, LLC
NREA Meritage Leaseco, LLC
NREA Meritage Manager, LLC
NREA Meritage Property Manager, LLC
NREA Meritage, DST
NREA Oaks Investors, LLC
NREA Retreat Investment Co, LLC
NREA Retreat Leaseco, LLC
NREA Retreat Manager, LLC
NREA Retreat Property Manager, LLC
NREA Retreat, DST
NREA SE One Property Manager, LLC
NREA SE Three Property Manager, LLC
NREA SE Two Property Manager, LLC
NREA SE1 Andros Isles, DST (Converted from DK Gateway Andros, LLC)
NREA SE1 Arborwalk, DST (Converted from MAR Arborwalk, LLC)
NREA SE1 Towne Crossing, DST (Converted from Apartment REIT Towne Crossing, LP)
NREA SE1 Walker Ranch, DST (Converted from SOF Walker Ranch Owner, L.P.)
NREA SE2 Hidden Lake, DST (Converted from SOF Hidden Lake SA Owner, L.P.)
NREA SE2 Vista Ridge, DST (Converted from MAR Vista Ridge, L.P.)
NREA SE2 West Place, DST (Converted from Landmark at West Place, LLC)
NREA SE3 Arboleda, DST (Converted from G&E Apartment REIT Arboleda, LLC)
NREA SE3 Fairways, DST (Converted from MAR Fairways, LLC)
NREA SE3 Grand Oasis, DST (Converted from Landmark at Grand Oasis, LP)
NREA Southeast Portfolio One, DST
NREA Southeast Portfolio Three, DST
NREA Southeast Portfolio Two, LLC
NREA SOV Investors, LLC
NREA Uptown TRS, LLC
NREA VB I LLC
NREA VB II LLC
NREA VB III LLC
NREA VB IV LLC
NREA VB Pledgor I LLC
NREA VB Pledgor II LLC
NREA VB Pledgor III LLC
NREA VB Pledgor IV LLC
NREA VB Pledgor V LLC
NREA VB Pledgor VI LLC
NREA VB Pledgor VII LLC
NREA VB SM, Inc.
NREA VB V LLC
NREA VB VI LLC
NREA VB VII LLC
NREA Vista Ridge Investment Co, LLC
NREC AR Investors, LLC
NREC Latitude Investors, LLC
NREC REIT Sub, Inc.
NREC TRS, Inc.
NREC WW Investors, LLC
NREF OP I Holdco, LLC
NREF OP I SubHoldco, LLC
NREF OP I, L.P.
NREF OP II Holdco, LLC
NREF OP II SubHoldco, LLC
NREF OP II, L.P.
NREF OP IV REIT Sub TRS, LLC
NREF OP IV REIT Sub, LLC
NREF OP IV, L.P.
NREO NW Hospitality Mezz, LLC
NREO NW Hospitality, LLC
NREO Perilune, LLC
NREO SAFStor Investors, LLC
NREO TRS, Inc.
NRESF REIT Sub, LLC
NXRT Abbington, LLC
NXRT Atera II, LLC
NXRT Atera, LLC
NXRT AZ2, LLC
NXRT Barrington Mill, LLC
NXRT Bayberry, LLC
NXRT Bella Solara, LLC
NXRT Bella Vista, LLC
NXRT Bloom, LLC
NXRT Brandywine GP I, LLC
NXRT Brandywine GP II, LLC
NXRT Brandywine LP, LLC

NXRT Brentwood Owner, LLC	NXRTBH Madera SM, Inc.
NXRT Brentwood, LLC	NXRTBH Madera, LLC
NXRT Cedar Pointe Tenant, LLC	NXRTBH McMillan, LLC
NXRT Cedar Pointe, LLC	NXRTBH North Dallas 3, LLC
NXRT Cityview, LLC	NXRTBH Old Farm II, LLC
NXRT Cornerstone, LLC	NXRTBH Old Farm Tenant, LLC
NXRT Crestmont, LLC	NXRTBH Old Farm, LLC
NXRT Enclave, LLC	NXRTBH Radbourne Lake, LLC
NXRT Glenview, LLC	NXRTBH Rockledge, LLC
NXRT H2 TRS, LLC	NXRTBH Sabal Palms, LLC
NXRT Heritage, LLC	NXRTBH Steeplechase, LLC (dba Southpoint Reserve at Stoney Creek)-VA
NXRT Hollister TRS LLC	NXRTBH Stone Creek, LLC
NXRT Hollister, LLC	NXRTBH Vanderbilt, LLC
NXRT LAS 3, LLC	NXRTBH Versailles SM, Inc.
NXRT Master Tenant, LLC	NXRTBH Versailles, LLC
NXRT Nashville Residential, LLC (fka Freedom Nashville Residential, LLC)	Oak Holdco, LLC
NXRT North Dallas 3, LLC	Oaks CGC, LLC
NXRT Old Farm, LLC	Okada Family Revocable Trust
NXRT Pembroke Owner, LLC	Pam Capital Funding GP Co. Ltd.
NXRT Pembroke, LLC	Pam Capital Funding, L.P.
NXRT PHX 3, LLC	PamCo Cayman Ltd.
NXRT Radbourne Lake, LLC	Park West 1700 Valley View Holdco, LLC
NXRT Rockledge, LLC	Park West 2021 Valley View Holdco, LLC
NXRT Sabal Palms, LLC	Park West Holdco, LLC
NXRT SM, Inc.	Park West Portfolio Holdco, LLC
NXRT Steeplechase, LLC	PCMG Trading Partners XXIII, L.P.
NXRT Stone Creek, LLC	PDK Toys Holdco, LLC
NXRT Summers Landing GP, LLC	Pear Ridge Partners, LLC
NXRT Summers Landing LP, LLC	Penant Management GP, LLC
NXRT Torreyana, LLC	PensionDanmark
NXRT Vanderbilt, LLC	Pensionsforsikringsaktieselskab
NXRT West Place, LLC	Perilune Aero Equity Holdings One, LLC
NXRTBH AZ2, LLC	PetroCap Incentive Partners II, L.P.
NXRTBH Barrington Mill Owner, LLC	PetroCap Partners II, L.P.
NXRTBH Barrington Mill SM, Inc.	PetroCap Partners III, L.P.
NXRTBH Barrington Mill, LLC	Pharmacy Ventures I, LLC
NXRTBH Bayberry, LLC	Pharmacy Ventures II, LLC
NXRTBH Cityview, LLC	Powderhorn, LLC
NXRTBH Colonnade, LLC	PWM1 Holdings, LLC
NXRTBH Cornerstone Owner, LLC	PWM1, LLC
NXRTBH Cornerstone SM, Inc.	RADCO NREC Bay Meadows Holdings, LLC
NXRTBH Cornerstone, LLC	RADCO NREC Bay Park Holdings, LLC
NXRTBH Dana Point SM, Inc.	Ramarim, LLC
NXRTBH Dana Point, LLC	Rand Advisors Series I Insurance Fund
NXRTBH Foothill SM, Inc.	Rand Advisors Series II Insurance Fund
NXRTBH Foothill, LLC	Rand PE Fund I, L.P.
NXRTBH Heatherstone SM, Inc.	Rand PE Fund Management LLC
NXRTBH Heatherstone, LLC	Red River CLO, Ltd.
NXRTBH Hollister Tenant, LLC	Red River Investors Corp.
NXRTBH Hollister, LLC	Riverview Partners SC, LLC

Rockwall CDO II Ltd.
Rockwall CDO, Ltd.
Rockwall Investors Corp.
Rothko, Ltd.
RTT Hollister, LLC
RTT Rockledge, LLC
Sandstone Pasadena Apartments, LLC
Scott Ellington
SE Governors Green Holdings, L.L.C. (fka SCG
Atlas Governors Green Holdings, L.L.C.)
SE Governors Green I, LLC
SE Governors Green REIT, L.L.C. (fka SCG
Atlas Governors Green REIT, L.L.C.)
SE Governors Green, LLC (fka SCG Atlas
Governors Green, L.L.C.)
SE Oak Mill I Holdings, LLC (fka SCG Atlas
Oak Mill I Holdings, L.L.C.)
SE Oak Mill I Owner, LLC (fka SCG Atlas Oak
Mill I, L.L.C.)
SE Oak Mill I REIT, LLC (fka SCG Atlas Oak
Mill I REIT, L.L.C.)
SE Oak Mill I, LLC
SE Oak Mill II Holdings, LLC (fka SCG Atlas
Oak Mill II Holdings, L.L.C.)
SE Oak Mill II Owner, LLC (fka SCG Atlas
Oak Mill II, L.L.C.)
SE Oak Mill II REIT, LLC (fka SCG Atlas Oak
Mill II REIT, L.L.C.)
SE Oak Mill II, LLC
SE Stoney Ridge Holdings, L.L.C. (fka SCG
Atlas Stoney Ridge Holdings, L.L.C.)
SE Stoney Ridge I, LLC
SE Stoney Ridge REIT, L.L.C. (fka SCG Atlas
Stoney Ridge REIT, L.L.C.)
SE Stoney Ridge, LLC (fka SCG Atlas Stoney
Ridge, L.L.C.)
SFH1, LLC
SFR WLIF I, LLC (fka NexPoint WLIF I, LLC)
SFR WLIF II, LLC (NexPoint WLIF II, LLC)
SFR WLIF III, LLC (NexPoint WLIF III, LLC)
SFR WLIF Manager, LLC (NexPoint WLIF
Manager, LLC)
SFR WLIF, LLC (NexPoint WLIF, LLC)
SFR WLIF, LLC Series I
SFR WLIF, LLC Series II
SFR WLIF, LLC Series III
Small Cap Equity Sub, LLC
Socially Responsible Equity Sub, LLC
SOF Brandywine I Owner, L.P.
SOF Brandywine II Owner, L.P.
SOF-X GS Owner, L.P.

Southfork Cayman Holdings, Ltd.
Southfork CLO, Ltd.
Specialty Financial Products Designated
Activity Company (fka Specialty Financial
Products Limited)
Spiritus Life, Inc.
SRL Whisperwod LLC
SRL Whisperwood Member LLC
SRL Whisperwood Venture LLC
SSB Assets LLC
Stonebridge PEF
Stonebridge-Highland Healthcare Private Equity
Fund
Strand Advisors III, Inc.
Strand Advisors IV, LLC
Strand Advisors IX, LLC
Strand Advisors V, LLC
Strand Advisors XIII, LLC
Strand Advisors XVI, Inc.
Strand Advisors, Inc.
Stratford CLO, Ltd.
Summers Landing Apartment Investors, L.P.
The Dugaboy Investment Trust
The Get Good Non-Exempt Trust No. 1
The Get Good Non-Exempt Trust No. 2
The Get Good Trust
The Ohio State Life Insurance Company
The Okada Family Foundation, Inc.
The SLHC Trust
Thread 55, LLC
Tranquility Lake Apartments Investors, L.P.
Trey Parker
Tricor Business Outsourcing
Turtle Bay Holdings, LLC
Tuscany Acquisition, LLC
United States Army Air Force Exchange
Services
Uptown at Cityplace Condominium Association,
Inc.
US Gaming OpCo, LLC
Valhalla CLO, Ltd.
VB GP LLC
VB Holding, LLC
VB One, LLC
VB OP Holdings LLC
VBA Annex C GP, LLC
VBA Annex C Ohio, LLC
VBA Annex C, LP
VineBrook Annex B, L.P.
VineBrook Annex I, L.P.
VineBrook Homes Merger Sub II LLC

VineBrook Homes Merger Sub LLC
VineBrook Homes OP GP, LLC
VineBrook Homes Operating Partnership, L.P.
VineBrook Homes Trust, Inc.
VineBrook Partners I, L.P.
VineBrook Partners II, L.P.
VineBrook Properties, LLC
Wake LV Holdings II, Ltd.
Wake LV Holdings, Ltd.
Walter Holdco GP, LLC
Walter Holdco I, Ltd.
Walter Holdco, L.P.
Westchester CLO, Ltd.
Yellow Metal Merchants, Inc.

Nancy Resnick
Erin Schmidt
Elizabeth Young

Notice Parties

Alvarez & Marshal CF Management, LLC
Coleman County TAD
Fannin CAD
Allen ISD
Rockwall CAD
Kaufman County
Tarrant County
Dallas County
Upshur County
Grayson County
Irving ISD
Pension Benefit Guaranty Corporation
Patrick Daugherty
Hunter Mountain Trust
Integrated Financial Associates
BET Investments, II, L.P.
Crescent TC Investors, L.P.
Intertrust Entities
CLO Entities

Taxing & Other Governmental Authorities

Los Angeles County Tax Collector
State of California Franchise Tax Board
State of Delaware Division of Revenue
U.S.
U.S. Internal Revenue Service

Banks and Secured Parties

BBVA
Frontier State Bank
Jefferies, LLC Prime Brokerage Services
KeyBank National Association
The Mark and Pamela Okada Family Trust –
Exempt Trust #1

Bankruptcy Judges – Northern District of Texas

Chief Judge Barbara J. Houser
Judge Harlin D. Hale
Judge Stacey G. Jernigan
Judge Edward L. Morris
Judge Mark X. Mullin
Judge Robert L. Jones

US Trustee & Trial Attorneys – Northern District of Texas

Lisa Lambert
Meredyth Kippes
Stephen McKittrick

Schedule 2

Results of Conflicts Search

(a) Circumstances in which Sidley has represented clients other than the Committee in matters involving the Debtor:

(1) Before the Committee was formed, Sidley appeared on behalf of Jefferies, LLC (“Jefferies”), a creditor of the Debtor, in connection with the Debtor’s cash collateral motion (the “Cash Collateral Motion”) at the first hearing in the Chapter 11 Case. Prior to the formation of the Committee, Sidley notified Jefferies that it would no longer represent Jefferies in this matter if the Committee decided to retain Sidley as its counsel. After the Committee voted to retain Sidley on October 29, 2019, Sidley and Jefferies agreed that Sidley would no longer represent Jefferies in this matter, and Jefferies has since retained another law firm to represent its interests in the case. Sidley believes that its prior representation of Jefferies does not affect its representation of the Committee in this Chapter 11 Case. Nevertheless, out of an abundance of caution, the Sidley attorneys who advised Jefferies in connection with the Cash Collateral Motion will not be part of the team of Sidley attorneys representing the Committee in this Chapter 11 Case.

(b) Representations by Sidley of the Debtor

Active Unrelated Representations	Former Unrelated Representations
None	None

(c) Representations by Sidley of the Debtor’s Top 20 Unsecured Creditors

Active Unrelated Representations	Former Unrelated Representations
American Arbitration Association UBS AG, London Branch Duff & Phelps	DLA Piper LLP

(d) Representations by Sidley of Related Professionals

Active Unrelated Representations	Former Unrelated Representations
FTI Consulting <u>Sidley represents a subsidiary or affiliate of:</u> Morrison Cohen LLP	None

(e) Representations by Sidley of the Debtor’s Equity Holders (Direct and Indirect)

Active Unrelated Representations	Former Unrelated Representations
None	None

(f) Representations by Sidley of the Debtor’s Affiliated Parties

Active Unrelated Representations	Former Unrelated Representations
NexBank Capital, Inc. Pershing LLC	Ohio State Life Insurance Company

(g) Representations by Sidley of Other Parties

Active Unrelated Representations	Former Unrelated Representations
Brentwood Investors Corp. Concord Management, LLC Grosvenor Capital Management, L.P FRM Investment Management	

(h) Representations by Sidley of the Debtor's Taxing and Governmental Authorities

Active Unrelated Representations	Former Unrelated Representations
Los Angeles County	None

(i) Representations by Sidley of Debtor's Banks and Secured Parties

Active Unrelated Representations	Former Unrelated Representations
Jefferies, LLC Prime Brokerage Services KeyBank National Association	None
<u>Sidley represents a subsidiary or affiliate of:</u> BBVA	

(j) Representations by Sidley of the Bankruptcy Court Judges and Office of the United States Trustee of the Northern District of Texas

Active Unrelated Representations	Former Unrelated Representations
None	None

(k) Representations by Sidley of the Notice Parties

Active Unrelated Representations	Former Unrelated Representations
Alvarez & Marshal CF Management, LLC	None
<u>Sidley represents a subsidiary or affiliate of:</u> Integrated Financial Associates	

EXHIBIT C

Felton Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹

Debtor.

Chapter 11

Case No. 19-34054 (SGJ)

**DECLARATION OF ERIC A. FELTON IN SUPPORT OF APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, PURSUANT TO
SECTIONS 328 AND 1103 OF THE BANKRUPTCY CODE AND FEDERAL RULE
OF BANKRUPTCY PROCEDURE 2014 FOR AN ORDER APPROVING THE
RETENTION AND EMPLOYMENT OF SIDLEY AUSTIN LLP AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

I, Eric A. Felton, declare under penalty of perjury as follows:

1. I, Eric A. Felton, am a representative of the Redeemer Committee of the Highland Crusader Fund (“Redeemer”). Redeemer was elected to be the Chairperson of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 proceeding (the “Chapter 11 Case”). I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors, Pursuant to Sections 328 and 1103 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedures 2014 for an Order Approving the Retention and Employment of Sidley Austin LLP as Counsel to the Official Committee of Unsecured Creditors* (the “Application”)² on behalf of the Committee.

¹ The Debtor’s last four digits of its taxpayer identification number are (6725). The headquarters and service address for the above-captioned Debtor is 300 Crescent Court, Suite 700, Dallas, TX 75201.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

The Committee's Selection of Sidley as Counsel

2. On October 29, 2019, the Office of the U.S. Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following four (4) members: (i) Redeemer Committee of Highland Crusader Fund; (ii) Meta-e Discovery; (iii) UBS Securities LLC and UBS AG London Branch; and (iv) Acis Capital Management, L.P. and Acis Capital Management GP, LLP.

3. At a meeting held on October 29, 2019, the Committee, among other things, voted to retain Sidley as its counsel, subject to Court approval. The Committee selected Sidley as its counsel after interviewing four (4) other law firms.

4. The Committee believes that Sidley's extensive experience in corporate reorganizations, both out of court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in this Chapter 11 Case in an efficient and timely manner.

Rate Structure

5. Sidley has informed the Committee that its rates for bankruptcy representations are consistent with and comparable to the rates Sidley charges for non-bankruptcy representations. Sidley has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon.

Cost Supervision

6. The Committee will approve any prospective budget and staffing plan provided by Sidley, recognizing that, in the course of large chapter 11 cases like this Chapter 11 Case, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and Sidley. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of its professionals to ensure the fees and expenses paid by

the estate remain consistent with the Committee's expectations and the exigencies of the Chapter 11 Case. The Committee will review the invoices that Sidley regularly submits, and, together with Sidley, periodically amend any budget and staffing plans, as the case develops.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: December 6, 2019

By: E A. Felton

Eric A. Felton, in his capacity as a representative of the Redeemer Committee of the Highland Crusader Fund